

RECORDATION NO. 23204-EE FILED

OCT 1 '01 2-56 PM

TS
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.
20006-2973
(202) 393-2266
FAX (202) 393-2156

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

October 1, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Equipment Bill of Sale, dated as of September 28, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 23204-V.

The name and address of the party to the enclosed document are:

Seller: Allfirst Bank
25 South Charles Street
Baltimore, MD 21202

[Buyer: LaSalle National
Leasing Corporation
1 West Pennsylvania Avenue
Suite 1000
Towson, MD 21204]

A description of the railroad equipment covered by the enclosed document is:

3 locomotives NS 5516, NS 5517 and NS 5518

Mr. Vernon A. Williams
October 1, 2001
Page Two

A short summary of the document to appear in the index follows:

Equipment Bill of Sale from Allfirst Bank to LaSalle National
Leasing Corporation.

Also enclosed is a check in the amount of \$28.00 payable to the order of the
Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

EQUIPMENT BILL OF SALE

THIS EQUIPMENT BILL OF SALE is given by ALLFIRST BANK (herein the "Seller") to LASALLE NATIONAL LEASING CORPORATION (herein the "Buyer").

WITNESSETH:

THAT FOR TEN DOLLARS (\$10.00) AND OTHER GOOD AND VALUABLE CONSIDERATION, the receipt and sufficiency of which is hereby acknowledged, Seller does hereby bargain, sell, assign, transfer and set over to Buyer, its successors and assigns, all of Seller's rights and interest in and to the items of equipment listed on Annex A attached hereto (the "Equipment").

The interest in the Equipment is sold hereunder AS IS WHERE IS WITHOUT WARRANTY, express or implied, with respect to any matter whatsoever except that Seller warrants that such interest is conveyed free and clear of all claims, liens and encumbrances arising by reason of any act or omission of Seller (other than the leasehold interest of Norfolk Southern Railway Company ("Lessee") pursuant to that certain Equipment Schedule No. 6 dated as of June 29, 2001, by and between Allfirst Bank, as lessor, and Lessee, as lessee).

IN WITNESS WHEREOF, Seller has caused this instrument to be duly executed as of the 28th day of September 2001.

WITNESS:

ALLFIRST BANK

Carolyn J. Hampton

By:

Paul L. Gettings
Paul L. Gettings
Vice President

RECORDATION NO. 23204-EE FILED

OCT 1 '01 2-56 PM

SURFACE TRANSPORTATION BOARD

STATE OF MARYLAND)

) ss:

CITY OF BALTIMORE)

The foregoing Equipment Bill of Sale was acknowledged before me, the undersigned Notary Public, in the City of Baltimore this 26th day of Sept., 2001 by Paul L. Gettings, a Vice President of ALLFIRST BANK, a Maryland state chartered commercial bank.

Deborah J. Cooper
Notary Public

My commission expires: 7/31/02



[Notarial Seal]

ANNEX A

Assets

MANUFACTURER	MODEL	TYPE	PRE-REFURBISHMENT ROAD NO.	SERIAL NO.	POST-REFURBISHMENT ROAD NO.
General Motors	GP-38-2	2,000 H.P., 4-axle Locomotive	NS 2882	7368-2	NS 5516
General Motors	GP-38-2	2,000 H.P., 4-axle Locomotive	NS 2857	5778-7	NS 5517
General Motors	GP-38-2	2,000 H.P., 4-axle Locomotive	NS 2746	5744-12	NS 5518